

ENSCO INTERNATIONAL INC  
 Form 4  
 June 03, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SAILE PHILLIP J

2. Issuer Name and Ticker or Trading Symbol  
 ENSCO INTERNATIONAL INC  
 [ESV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 500 N. AKARD STREET, SUITE 4300

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior Vice President

(Street)  
 DALLAS, TX 75201-3331

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 06/01/2009                           |  | F                              | (1)   | 2,382   | D  | \$ 41.29 86,291 D                                     |
| Common Stock                    | 06/01/2009                           |  | A                              | (2)   | 9,849   | A  | \$ 41.29 96,140 D                                     |
| Common Stock                    | 06/02/2009                           |  | S                              |   | 6,618   | D  | \$ 41 89,522 D  |
| Common Stock                    | 06/02/2009                           |  | M                              |   | 17,500  | A  | \$ 27.315 107,022 D                                   |
| Common Stock                    | 06/02/2009                           |  | S                              |   | 17,500  | D  | \$ 41 89,522 D  |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |                  |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        |
| Employee Stock Options (Right to Buy)      | \$ 27.315  | 06/01/2009                           |  | M                              | 17,500  | 08/17/2005 <sup>(3)</sup>                                | 08/17/2009  |                  |                 | Common Stock |
| Employee Stock Option (Right to Buy)       | \$ 41.29   | 06/01/2009                           |  | A                              | 11,844 <sup>(4)</sup>   | 06/01/2010 <sup>(4)</sup>                                | 06/01/2016  |                  |                 | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| SAILE PHILLIP J<br>500 N. AKARD STREET<br>SUITE 4300<br>DALLAS, TX 75201-3331 |               |           | Senior Vice President |       |

## Signatures

/s/ Phillip J. Saile 06/03/2009

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Amount is representative of shares surrendered for tax purposes upon vesting of restricted shares on 06/01/2009, as related to multiple equity grants.
- (2) Amount is representative of an Employee Restricted Stock Grant with an effective date of 06/01/2009. The Employee Restricted Stock Grants vest at a rate of 33.3% per annum on the anniversary date of the grant and is fully vested in three (3) years.
- (3) The Employee Stock Options vest at a rate of 25% per annum on the anniversary date of the grant.
- (4) Amount is representative of an Employee Stock Option Grant with an effective date of 06/01/2009. The Employee Stock Option Grants vest at a rate of 33.3% per annum on the anniversary date of the grant and is fully vested in three (3) years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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